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OF COUNSEL  
URBAN A. LESTER


June 18, 1999

RECORDATION NO.

FILED

JUN 21 '99

2-00PM

  
Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: UP 1999 Trust for FSB No. 1

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are eleven (11) copies of a Memorandum of Lease Agreement, dated as of June 15, 1999, a primary document as defined in the Board's Rules for the Recordation of Documents, and eleven (11) copies of the following secondary documents related thereto: a Memorandum of Indenture and Security Agreement and a Memorandum of Lease Assignment, both dated as of June 15, 1999.

The names and addresses of the parties to the enclosed documents are:

Memorandum of Lease Agreement

Lessor: UP 1999 Trust for FSB No. 1  
c/o Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890-0001

Lessee: Union Pacific Railroad Company  
1416 Dodge Street  
Omaha, Nebraska 68179

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Memorandum of Indenture and Security Agreement

Debtor: UP 1999 Trust for FSB No. 1  
c/o Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890-0001

Secured Party: Wilmington Trust FSB  
3773 Howard Hughes Parkway  
Las Vegas, Nevada 89109

Memorandum of Lease Assignment

Assignor: UP 1999 Trust for FSB No. 1  
c/o Wilmington Trust Company  
Rodney Square North  
Wilmington, Delaware 19890-0001

Assignee: Wilmington Trust FSB  
3773 Howard Hughes Parkway  
Las Vegas, Nevada 89109

A description of the railroad equipment covered by the enclosed documents is:

set forth on Schedule A attached hereto

Also enclosed is a check in the amount of \$78.00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed documents to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg  
Enclosures

(Transaction dated June 15, 1999,  
UP 1999 Trust for FSB No. 1)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
35 General Electric model AC4400 diesel-electric locomotives		7138--7172, inclusive

RECORDATION NO.

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22202-B

MEMORANDUM OF LEASE ASSIGNMENT dated as of June 15, 1999, between UP 1999 TRUST FOR FSB NO. 1, a Delaware trust (hereinafter called the Assignor), and WILMINGTON TRUST FSB, a federal savings bank, as indenture trustee under the Indenture and Security Agreement referred to below (hereinafter, in such capacity, called the Assignee).

WHEREAS the Assignor and Union Pacific Railroad Company are entering into that certain Lease Agreement dated as of the date hereof and supplements thereto, covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of Union Pacific Railroad Company shown in said Schedule A and all additions and alterations thereof, replacements thereof and substitutions therefor; and

WHEREAS the Assignor and the Assignee are entering into that certain Trust Indenture and Security Agreement dated as of the date hereof and supplements thereto, pursuant to which the aforesaid Lease Agreement and supplements thereto are being assigned by the Assignor to the Assignee.

IN WITNESS WHEREOF, the parties wish to show for the public record the assignment of the aforesaid Lease Agreement to the Assignee, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

UP 1999 TRUST FOR FSB NO. 1

by WILMINGTON TRUST COMPANY, not  
in its individual capacity but  
solely as trustee,

by 

WILMINGTON TRUST FSB, as indenture  
trustee, as aforesaid

by 

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this 16<sup>th</sup> day of June, 1999, before me personally appeared ~~Mr. Chris Sporenberg~~, to me personally known, who, by me being duly sworn, says that he is **Assistant Vice President** of WILMINGTON TRUST COMPANY, and that the foregoing instrument was signed on behalf of said trust company by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

*Janel R. Havilla*  
Notary Public  
**JANEL R. HAVILLA**  
**NOTARY PUBLIC-DELAWARE**  
My Commission Expires February 2, 2001

My commission expires

STATE OF DELAWARE )  
 ) SS.:  
COUNTY OF NEW CASTLE )

On this 16<sup>th</sup> day of June, 1999, before me personally appeared ~~Donald G. MacKelcan~~, to me personally known, who, by me being duly sworn, says that he is a **Authorized Signer** of WILMINGTON TRUST FSB, that the foregoing instrument was signed on behalf of said bank by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

*Janel R. Havilla*  
Notary Public  
**JANEL R. HAVILLA**  
**NOTARY PUBLIC**  
My Commission Expires

My commission expires

SCHEDULE A  
(Transaction dated June 15, 1999,  
UP 1999 Trust for FSB No. 1)

<u>Quantity and Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
35 General Electric model AC4400 diesel-electric locomotives		7138--7172, inclusive